

**YELM COOPERATIVE
Board Meeting Minutes**

Phoenix Rising School
June 14, 2012

Next meeting is Thursday, July 12 at 6:00 pm at Phoenix Rising School.

Members present: Bill Wyman, president; Aaron Rodriguez, vice pres. and treasurer; Marilyn Reardon, secretary; Tom Dewell, director; Lois Willman, director

Directors excused: Gretchen Anderson

Program managers: Gary DiDonato, store; Geana Henkes, farmers market

Guests: Breckan Scott, YC lawyer; Diane Frank and Jay Smith, community members – Thurston Public Power Initiative

Meeting was called to order at 6:06 pm by Bill Wyman.

Program managers and guests were welcomed and it was stated that they will not be expected to stay through the meeting; they are welcome to leave after their report is completed.

Meeting minutes

Lois moved, Bill seconded - May minutes were approved.

Thurston Public Power Initiative – Diane Frank and Jay Smith presented information about the initiative to purchase Puget Sound Electric utility and run it as a PUD (Public Utility District). They requested we allow a “passive” information board at the co-op. Diane and Jay were excused from the meeting. Discussion ensued. Breckan stated that anything the Yelm Cooperative participates in should fit the mission, vision and bylaws. Board decided not to allow the information board at the store but Lois will contact Diane Frank about placing the board on the public property side of the Farmers Market.

Report from Breckan re: final certificate of occupancy

- ^ The Board reviewed a letter drafted by Breckan asking the city for the specific code that prevents Gordon's from placing items in the patio shop and not allowing a shared bathroom. Section 3 will be re-written and sent to the Board for final approval. Otherwise the Board approves that the letter be sent.
- ^ The co-op received a subpoena one month ago re: the lawsuit brought against Cozy Vale by Francisco. The subpoena requires that all emails and correspondence concerning the co-op's recall of Cozy Vale products during September-November 2011 be turned over to Francisco's lawyers. She emphasized that it is only regarding the recall actions taken by the co-op. Any of us involved are to send this information directly to Breckan. Breckan will notify Downey Insurance, the co-op's insurer, of the subpoena. We should use 360-960-8951 to contact Breckan. Breckan excused herself from the meeting.

Farmers Market – Geana

- ^ Vendor recruitment is the #1 priority at this time. She is considering giving incentives if a vendor brings another vendor.
- ^ The co-op store should be a greater presence at the market – information booth manned and taking memberships. Gary said he will act to get a working member to man a booth there on Sundays.
- ^ The city will not allow resale of farm products. This means that the farmer must be present at the market to sell or perhaps an employee of the farmer would be allowed. This rule is preventing eastern Washington fruit farmers from bringing their products to the market. Fruit vendors are the key to success of a farmers market.
- ^ Sebastian is a commercial baker. He may participate.
- ^ There is a 70%-30% rule for farmers' markets everywhere – 70% of the vendors must be direct farmer booths (includes value-added farm products); 30% can be pottery, prepared food vendors, etc.
- ^ Vendors and attendees are happy to date.
- ^ Much more can be done re: promotion and fundraising. Aaron will contact businesses identified by Geana as possible sponsors. Jack, who is working on a youtube video for Susie Kyle, will be contacted by Geana re: creating a promotional video for the market. Geana excused herself from the meeting.

Store manager's report – Gary/Bill

- ^ Bill raised the issue of money being spent without a proper budget being brought to the Board.
- ^ UNFI gave the store approx. \$40,000 free fill for the grand opening and to fill out the additional shelves due to the larger space in the new store.
- ^ There was discussion of Florence's functions in her contract. Bill wanted to ensure that Florence would not begin purchasing and putting store profit at risk -that her role would conform to her contract.
- ^ There are a total of 1067 members. There were 482 annual membership payments made since January when the new fee structure was put in place but it is unknown how many are new memberships. New memberships are not tracked by the system. Gary will get Debbie to break this number out. The Board is very interested in tracking new membership trends.
- ^ June's rent wasn't paid. Gary will ensure it won't happen again.
- ^ Bill reported that only the trash enclosure is left to complete for the final occupancy. It will be finished this week. Bill will then call Gary Carlson for final inspection. Health department inspection needs also to take place.

Financial report – Tom/Aaron

- ^ P&L's were sent out ahead of the meeting. There were no questions. P & L's are being developed to break numbers by program or consolidate, as needed.
- ^ UNFI fuel surcharge jumped from \$300 to \$760. Gary will find out why. Tom will track this number.
- ^ Quickbooks shows \$2024 American Express credit card liabilities and \$7000 in the membership account.
- ^ The relocation budget was \$17,000. It will be \$20,000 when final bills are paid. The store has a Mt. Lumber account that is allowing a monthly paydown of their bill. Bill will send out an Excel sheet to the Board showing the current costs for the relocation. Gary excused himself from the meeting.

Strategic Planning Committee report – Tom

- ^ There is a possible USDA grant available. Tom will check further.
- ^ The submission of the 1023 application is pending response from Sandra Burnett and Breckan. There needs to be clarification of the portion re: under what category of charity organization the Yelm Cooperative would qualify.

New business**GMO presentation**

- ^ Marilyn and Lois heard an excellent presentation on GMO's at the last South Sound Seed Savers meeting. Marilyn moved, Lois seconded that this same presentation be co-sponsored by YC and S4. Discussion ensued and there was great interest. Passed that this be pursued. Lois will bring the proposal to the S4 Board. Marilyn will coordinate the presentation.

Lois's research and perspective on Board work

- ^ The Board spends far too much time on operational issues. The role of the Board is to set policy and govern. Many Boards have an administrative secretary as a liaison between operations and the Board. Lois will send Bill a job description for inclusion in the Grapevine.
- ^ There was discussion regarding Gary's competency to manage the store. Some Board members have very serious reservations. Tom and Aaron had agreed to work with Gary over the course of the next 6 months. Aaron asked Marilyn to send the store manager job description and interview questions.
- ^ Bill noted that the Tacoma co-op manager manages a larger store with far fewer people and with great success. This was eye opening. Aaron requested to meet this manager. Bill will set up a meeting.

The meeting was adjourned at 10:40 pm.

Submitted by Marilyn Reardon, Secretary

_____ signed _____
Bill Wyman, president

_____ signed _____
Aaron Rodriguez, vice president